**APPROVED MINUTES**

These are the minutes of the October 24, 2012 monthly meeting of the Walden Woods Conservancy Board of Directors approved by the Board on November 28, 2012. At the request of Director Jones, his letter of November 26, 2012 addressed to “Warren and Jeff” is attached to these minutes. At the request of Treasurer Lattimer, his October 24, 2015 statement of “Items discussed during the Financial Report” is attached to these minutes.

1. **Call to order.** The meeting was called to order by President Dale Herrick, at 7:03p.m. Eleven directors were present: Susan Atwater, Amy Beresky, Diane Bernier, Glenn Brand, Alanna Herrick, Dale Herrick, Warren Johnson, Gordon Jones, Cynthia Keenan, Susan Raupach, and Joseph Sikora. Director Brian Onessimo was absent. Jeff Byers of Elite Property Management, LLC was present.
2. **Approval of Minutes.** The Board special meeting minutes for September 18, 2012 to consider council area boundaries were previously published on the Conservancy website and presented to this meeting of the Board for acceptance. **Director Keenan moved acceptance with item numbered 5 in the Discussion section amended to read: “The Woodmoor Council area includes the five Woodmoor columns and the area as depicted on the maps presented to the meeting containing the column at the corner of Pierce Boulevard and Walden Meadow Road and the area depicted adjacent to 76 Pierce Boulevard on the southeast to the Walden Woods property line.**” The motion was seconded and **passed** with ten affirmative votes and Director Jones opposed. The regular monthly meeting minutes for September 19, 2012 were previously published on the Conservancy website and presented to this meeting of the Board for acceptance. **Director Alanna Herrick moved acceptance of the September 19, 2012 regular meeting minutes with item numbered 6.b.v amended to read: “The Woodmoor Council area includes the five Woodmoor columns and the area as depicted on the maps presented to the September 18, 2012 Special Directors’ Meeting containing the column at the corner of Pierce Boulevard and Walden Meadow Road and the area depicted adjacent to 76 Pierce Boulevard on the southeast to the Walden Woods property line. The Woodmoor Council Area does not include the common elements adjacent to the rear Unit lines of Units 76, 80, 84 and 88 Pierce Boulevard.**” The motion was seconded and **passed** with ten affirmative votes and Director Jones opposed.
3. **Financial Report.** Treasurer Lattimer presented the financial report and asked several questions of Jeff Byers which Mr. Byers addressed.
4. **Unit Owners Forum.** Several residents were in attendance and a few addressed the Board on a variety of topics.
5. **Manager’s Report.**
	1. **Inspection Sheets for Councils.** Jeff Byers addressed his inspection sheets and thanked Peter DeBisschop for his extensive work on the Conservancy property. **No Board action was taken.**
	2. **Budgets.** Jeff Byers reported that he is in the process of meeting with the separate Council boards and will prepare a new draft budget following the Conservancy Board budget deliberations this evening.
	3. **Annual Meeting Date. Director Johnson moved that the annual unit owners meeting, the annual council unit owners meetings and the Conservancy Board organizational meeting be held on December 19, 2012 in the Meeting House at 7:00 p.m.** The motion was seconded and passed unanimously.
	4. **Pool Attendant Proposal.** Jeff Byers reported that he will discuss the pool attendant proposal as a budget item later in the meeting.
6. **Old Business.**
	1. **HUD Complaint Status.** Director Atwater is scheduled to receive HUD training at the Meeting House on behalf of the Board on November 16, 2012 from 2:00 p.m. to 4:00 p.m. It is unclear that the training will be open to residents without incurring additional charges by HUD.
	2. **Council Area Boundaries (Update).** The President reported that he and Director Johnson met with Attorney Perlstein pursuant to the Board’s vote at the September Board meeting. Attorney Perlstein advises that the next step in preparing a Declaration amendment is to meet with the engineers to prepare draft surveys. **Director Jones moved that no further action be taken on council area boundaries until a meeting of unit owners approves further action.** The motion **failed** for lack of a second. **Director Johnson moved that the President be authorized to meet with Ed Lally and Associates, and with Fuss & O’Neill, Inc. for the purpose of securing cost estimates to complete the engineering work needed for the proposed amendment to the Declaration.** The motion was seconded and **passed** with ten affirmative votes and Director Jones opposed.
	3. **Terkildsen Claim.** Directors Keenan and Jones requested the meeting to address the claim of Mr. and Mrs. Terkildsen for reimbursement of landscaping expenses. Mrs. Terkildsen was not present at the time this added agenda item was reached. The Board reviewed the claim. **No motions were made and no action was taken.**
	4. **Generator Rules.** Reports have been received from all five Councils on the proposed generator rules. Secretary Johnson offered to prepare revisions to the proposed rules by tracking proposed changes on the proposed rules for circulation to the Board prior to the November Board meeting.
7. **New Business.**
	1. **D&O Insurance.** Jeff Buyers reported that the Conservancy maintains director and officer insurance with Philadelphia Insurance Company and containing a $1,000,000 liability limit.
	2. **Legal Counsel Retainer Agreement.** The Board has received copies of a retainer agreement from Perlstein, Sandler & McCracken, LLC dated October 16, 2012 in the Board packet from Elite for this meeting. **Director Keenan moved to authorize the President to negotiate with Perlstein, Sandler & McCracken, LLC on the terms of the retainer and report back to the Board.** The motion was seconded and after discussion **passed** unanimously.
8. **Committee Reports.**
	1. **Environmental.** Chairman Brand reported that the Committee will attempt to meet on a Sunday in November at 1:00 p.m. to pursue pending work projects. Jeff Byers reported that the carp were introduced in Big Walden Pond to provide control of duck weed, algae and other aquatic flora.
	2. **Communications.** Chairman DeBisschop reported that Genevieve Lattimer’s term as editor of the Walden Woods News Letter will soon end and the Committee is looking for a volunteer to serve as editor. A draft message to unit owners concerning pets was included in the Board packet for this meeting at page 31. **Director Johnson moved approval of Committee publication of the message modified to thank residents who have been in compliance with neighborly and considerate practices regarding their pet.** The motion was seconded and after discussion **passed** unanimously.
	3. **Meeting House.** Chairman DeBisschop reported that the Meeting House lacks smoke and heat detectors that can alert responders prior to a fire and activation of the sprinkler system. The Committee proposes purchase and installation of smoke and heat detectors. **Director Bernier moved the appropriation of $1,200 from the Meeting House budget for purchase and installation of smoke and heat detectors in the Meeting house.** The motion was seconded and after discussion **passed** with ten affirmative votes and Director Jones opposed. Chairman DeBisschop reported on a Committee proposal for immediate expenditure of $650 to install a code lock for the Meeting House main entrance door. The proposal is more fully described at page 32 of the Board packet for this meeting. **Director Johnson moved the appropriation of $650 from the Meeting House budget for purchase and installation of a code lock for the Meeting House.** The motion was seconded and after discussion **passed** with nine affirmative votes and Directors Beresky and Jones opposed.
	4. **Social.** Chairman Roland Bernier reported a highly successful food and clothing drive and future plans for the Committee. Among the planned events will be a continuation of alternating movie and game nights on the first Friday of every month, a children’s Holiday Party in December and an adult Holiday Party in December.
	5. **Welcome.** Chairwoman Ruth Johnson reported three visit to new residents. The Committee mailed out three letters to new residents.
	6. **Standards.** President Herrick reported that there is a vacancy on the Committee for a representative from the Ridge Council and the Committee is seeking a volunteer.
	7. **Community Garden.** Chairwoman Diane Bernier reported that the garden is being closed down for the season and that nine plots are already reserved for the 2013 season out of a total of twenty available plots.
	8. **Boundaries.**  Chairman Dale Herrick made no report because the subject had been exhaustively addressed earlier in the agenda.
9. **BUDGET WORK SHOP.** The Board conducted an extensive review and discussion of the second draft 2013 Conservancy budget provided by Elite. **Jeff Byers was directed to prepare two alternative budget proposals incorporating suggestions suggested by the Board. One budget to be kept at a monthly Conservancy fee per unit of $50 and a second budget to be illustrated with a monthly Conservancy fee per unit of $53.**
10. **Adjournment.** The meeting adjourned at approximately 9:40 p.m.

Respectfully submitted,

Warren P. Johnson, Secretary

**[This communication is attached to the minutes of October 24, 2012. It is attached without comment or approval of the contents by the addressees, the other Directors or the Board.]**

 November 26, 2012

Warren and Jeff,

First of all I would like to take this opportunity to thank you Warren for volunteering to be the Board secretary and taking time to prepare the Board Minutes as thoroughly as you have.

I am writing to ensure that a written record of my reasons for opposing the Minutes of the October 18, 2012 special meeting and the October 19, 2012 regular meeting are filed as part of the official Minutes of the Board of Directors Meetings. I would like state my reasons for opposing the adoption of the boundaries and declaration changes.

During a walk around with board members in July 2012, the group agreed that if Woodmoor Council would be responsible for the areas in their council, the other councils would continue to maintain the maintenance cost for everything within their council areas from the sidewalk of Walden Meadow into their council area.

To my dismay, the final proposal included areas being forced into the conservancy that were not part of the agreement. These areas include the Townhome and Village vortecnic boxes, the sidewalk by the ball field, and the conservancy land across from the big pond. These items may seem small but the potential cost of the maintenance or replacing these items could be a costly future expense. The tree line is very overgrown and needs to be trimmed back from the rear of the village homes.

Below are the Declaration changes and my reasons for opposing:

* + 1. **The Duplex Council Area boundary will include the screening along Walden Meadow Road between Haskins Road and Marble Faun Lane.**

The agreement was that Townhome Council would be responsible for the property between the sidewalk and their council area and not just the screening.

* + 1. **The Village Council Area includes the Common Elements between the tree line along the west boundary line of Walden Woods between Lockview Drive and a point north of 26 Ivy Lane and excludes the area along the tree line between that point and Walden Meadow Road.**

There should be no changes to the Village Council boundaries as they have been established for the past 20 years and are on town maps.

* + 1. **The Woodmoor Council area includes the five Woodmoor columns and the area as depicted on the maps presented to the September 18, 2012 special directors’ meeting containing the column at the corner of Pierce Boulevard and Walden Meadow Road and the area depicted adjacent to 76 Pierce Boulevard on the southeast to the Walden Woods property line.**  **The Woodmoor Council Area does not include the common elements adjacent to the rear Unit lines of Units 76, 80, 84 and 88 Pierce Boulevard.**

The Woodmoor Council has no common element areas as stated in the original declaration as well as the latest adopted declaration.  Woodmoor Council does not want to change this language at all. However, it could agree to pay for maintenance costs for some of these areas, as an additional fee to the Conservancy, not as a Woodmoor budgeted item, if the original agreement is adhered to and has a mechanism that would make a 90% vote needed of any one council. This would protect any council from being unfairly outvoted on continuously on matters.

* + 1. **The construction, maintenance, repair and replacement of the irrigation system extension proposed for the vicinity of the Big Walden Pond deck is a Conservancy and not a Duplex Council expense. If metered to the Duplex Council and not through a separate meter, the water charges attributable to the extension will be estimated by the Management Company and charged to the Conservancy.**

This proposal was never passed by the Board and should not be part of the Declaration.

* + 1. **The Declaration, Section 19.1 (i) should be added substantially as follows: “The expenses associated with the maintenance, repair and replacement of Vortecnic units wherever located are Conservancy expenses and not Council Expenses.”**

When the developments were built, the Wetlands required that these units be installed because of the developments. However, this cost should not be a burden to the entire Walden Woods Community (i.e Conservancy).

The adoption of these Declaration and Boundaries changes as stated could result in legal action being filed by Woodmoor Council.

Thank you for adding these notes to the Minutes. Jeff, would you bring hard copies of this letter for distribution at the meeting.

Sincerely,

Gordon

**[This addendum is attached to the minutes of October 24, 2012 at the request of Treasurer Lattimer. It is attached without comment or approval of the contents by the Directors or the Board.]**

**Addendum to minutes for Financial Report**

**10/24/2012**

Items discussed during the Financial Report:

* There was a letter from the CPA indicating that there should be transfers in and out of the operating and reserve fund by council. Jeff Byers stated that this was not done and taken as guidance. This is not correct and should be corrected. Treasurer asked for a copy of a letter and Jeff indicated to send him an email and he would get me a copy.
* Treasurer asked whether tax returns and financial statements were presented to the board for approval. Jeff indicated that the tax return was not but that he did provided Financial Statements to the President. It was suggested that we get copies of tax returns and Jeff said to send him an email. It was also suggested by the Treasurer that tax returns and financial statements be approved by the Board.
* In reviewing the Balance Sheet the Treasurer requested that Jeff provide a Comparative Balance Sheet in order to see what direction the accounts were going. Jeff said he did not know if that was possible.
* Treasurer inquired on whether there was any concern with collection of receivables. Jeff indicated this was done at the executive session.
* Treasurer asked for a consolidated profit and loss. Jeff indicated that the treasurer was never involved in anything but the conservancy numbers. Treasurer also inquired about whether Elite looked into variances between budgets and actual amounts. Jeff said they do not have a process in place but in most cases probably knew what it was.
* The Treasurer inquired about why there was such a large difference between the YTD actual net income of 32,407 and the budgeted net income OF $8,860. Jeff was unsure.